

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

FÖRSTA AP-FONDEN AND DANSKE
INVEST MANAGEMENT A/S, *Individually*
and on Behalf of All Others Similarly
Situated,

Plaintiffs,

Civil No. 12-CV-3070 (JNE/HB)
ORDER

v.

ST. JUDE MEDICAL, INC., DANIEL J.
STARKS, JOHN C. HEINMILLER, ERIC S.
FAIN, MICHAEL T. ROUSSEAU, and
DONALD J. ZURBAY,

Defendants.

**ORDER APPROVING
PLAN OF ALLOCATION OF NET SETTLEMENT FUND**

This matter came before the Court for hearing on November 9, 2016 (the “Settlement Fairness Hearing”) on Class Representatives’ motion to determine whether the proposed plan of allocation of the Net Settlement Fund (“Plan of Allocation”) (Docket No. 290-3, App. A) created by the Settlement achieved in the above-captioned class action (the “Action”) should be approved. (Dkt. No. 295.) The Court having considered all matters submitted to it at the Settlement Fairness Hearing and otherwise; it appearing that notice of the Settlement Fairness Hearing substantially in the form approved by the Court was mailed to all Class Members who or which could be identified with reasonable effort, and that a summary notice of the hearing substantially in the form approved by the Court was published in the national edition of *Investor’s Business Daily*

and transmitted over PR Newswire in accordance with the specifications of the Court; the Court having received no objections from any Class Members to the Plan of Allocation; and the Court having considered and determined the fairness and reasonableness of the proposed Plan of Allocation,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED, based on the files, records, and proceedings herein, that:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated July 7, 2016 (the “Stipulation”) (Dkt. No. 290), and all capitalized terms not otherwise defined in this Order have the same meanings as defined in the Stipulation.

2. The Court has jurisdiction to enter this Order approving the proposed Plan of Allocation and over the subject matter of the Action and all parties to the Action, including all Class Members.

3. Notice of Class Representatives’ motion for approval of the proposed Plan of Allocation was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the motion for approval of the proposed Plan of Allocation satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7) as amended by the Private Securities Litigation Reform Act of 1995, due process, and any other applicable law or rules, constituted the best notice practicable under the circumstances, was reasonably calculated to apprise all interested parties of the

matters before the Court and their right to object to such matters, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. Copies of the Settlement Notice were mailed to over 366,500 potential Class Members and nominees, advising them of the Plan of Allocation and of their right to object to it, and a full and fair opportunity was accorded to persons who are Class Members to be heard with respect to the Plan of Allocation. There were no objections to the Plan of Allocation.

5. The Court finds and concludes that the pro-rata formula for the calculation of the claims of claimants, as provided in the Plan of Allocation mailed to Class Members, provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund among Class Members, with due consideration having been given to administrative convenience and necessity.

6. The Court finds and concludes that the Plan of Allocation is, in all respects, fair and reasonable to the Class.

7. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

8. Class Representatives' Motion for Final Approval of Class Action Settlement and Plan of Allocation (Dkt. No. 295) is GRANTED IN PART, with respect to the request for approval of the Plan of Allocation.

Dated: November 9, 2016.

s/Joan N. Ericksen

JOAN N. ERICKSEN
United States District Judge